

CHAPMAN AND CUTLER

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1877-1943  
Henry E Cutler  
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50 South Main Street  
Salt Lake City, Utah 84144  
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October 24, 1996

20325 - D  
RELOCATION NO  
FILED 1425

OCT 24 1996 2:15 PM

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
Twelfth Street & Constitution Avenue, N.W.  
Washington, DC 20423

Re: Burlington Northern Railroad Company  
Leveraged Lease Locomotive Financing  
BNRR 1996-D

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment (BNRR 1996-D), dated October 25, 1996, between Bellingham Locomotive Lease Co., Ltd., as lessor (the "*Lessor*" or "*Assignor*"), Burlington Northern Railroad Company, as lessee (the "*Lessee*"), and First Security Bank, National Association, as indenture trustee (the "*Indenture Trustee*" or the "*Assignee*").

The names and addresses of the parties to the enclosed document are as follows:

Lessor and Assignor: Bellingham Locomotive Lease Co., Ltd.  
Caledonian House  
Mary Street  
P.O. Box 1043  
George Town  
Grand Cayman, Cayman Islands

Lessee: Burlington Northern Railroad Company  
2650 Lou Menk Drive  
Second Floor  
Forth Worth, Texas 76131

Counter part -

CHAPMAN AND CUTLER

Indenture Trustee and Assignee: First Security Bank, National Association,  
as Indenture Trustee  
79 South Main Street  
Salt Lake City, Utah 84111

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of twenty-two dollars (\$22.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BNRR 1996-D) between Bellingham Locomotive Lease Co., Ltd., as Lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, Burlington Northern Railroad Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131, and First Security Bank, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111, dated October 25, 1996, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto. This document relates to the Memorandum of Lease Agreement, dated October 25, 1996, the Memorandum of Trust Indenture and Security Agreement, dated October 25, 1996, the Memorandum of Trust Indenture Supplement No. 1, dated October 25, 1996 and the Memorandum of Lease Supplement No. 1, dated October 25, 1996, which were recorded with the Surface Transportation Board on October 24, 1996 at 2:15 p.m. under recordation numbers 20325, 20325-A, 20325-B and 20325-C respectively, pursuant to Section 11301 of Title 49 of the United States Code.

Law Offices of  
CHAPMAN AND CUTLER

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,  
CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/rm  
Enclosure

Law Offices of  
CHAPMAN AND CUTLER

**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
General Electric Company Model Dash 9-44CW Diesel Electric Locomotives	21	BNSF 960, BNSF 976 through BNSF 995, inclusive

21321-9  
OCT 24 1996 2 PM

**MEMORANDUM OF LEASE ASSIGNMENT  
(BNRR 1996-D)**

Memorandum of Lease Assignment, made and entered into on October 25, 1996, by and between Bellingham Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*"), Burlington Northern Railroad Company, a Delaware corporation ("*Lessee*"), and First Security Bank, National Association, a national banking association, as indenture trustee ("*Indenture Trustee*").

**WITNESSETH:**

1. The Lessor and Lessee have entered into that certain Lease Agreement (BNRR 1996-D) (the "*Lease Agreement*"), dated as of October 25, 1996, and Lease Supplement No. 1 (the "*Lease Supplement*") thereto, dated as of October 25, 1996, covering certain locomotives bearing road numbers as listed on Exhibit A attached hereto.


2. Memoranda of said Lease Agreement and of said Lease Supplement were recorded with the Surface Transportation Board on October 24, 1996 at 2:15 p.m. under recordation numbers 20325 and 20325-B respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNRR 1996-D) (the "*Indenture*"), dated as of October 25, 1996, and Trust Indenture Supplement No. 1 (the "*Indenture Supplement*") thereto, dated as of October 25, 1996, pursuant to which Lessor has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement, and the rents and other proceeds therefrom (with certain exceptions) to the Indenture Trustee.

4. Memoranda of said Indenture and of said Indenture Supplement were recorded with the Surface Transportation Board on October 24, 1996 at 2:15 p.m. under recordation numbers 20325-A and 20325-C respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

BELLINGHAM LOCOMOTIVE LEASE CO., LTD.

By   
Name: F. Jan Blaustein  
Title: President

Executed on this 21 day of October, 1996.

BURLINGTON NORTHERN RAILROAD  
COMPANY

By \_\_\_\_\_  
Name: Paul J. Weyandt  
Title: Assistant Vice President-Finance  
and Assistant Treasurer

Executed on this \_\_\_\_ day of October, 1996.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By \_\_\_\_\_  
Name: Brett R. King  
Title: Assistant Vice President

Executed on this \_\_\_\_ day of October, 1996.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

BELLINGHAM LOCOMOTIVE LEASE CO., LTD.

By \_\_\_\_\_  
Name: F. Jan Blaustein  
Title: President

Executed on this \_\_\_\_ day of October, 1996.

BURLINGTON NORTHERN RAILROAD  
COMPANY

By Paul J. Weyandt  
Name: Paul J. Weyandt  
Title: Assistant Vice President-Finance  
and Assistant Treasurer

Executed on this 17<sup>th</sup> day of October, 1996.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By \_\_\_\_\_  
Name: Brett R. King  
Title: Assistant Vice President

Executed on this \_\_\_\_ day of October, 1996.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

BELLINGHAM LOCOMOTIVE LEASE CO., LTD.

By \_\_\_\_\_  
Name: F. Jan Blaustein  
Title: President


Executed on this \_\_\_\_ day of October, 1996.

BURLINGTON NORTHERN RAILROAD  
COMPANY

By \_\_\_\_\_  
Name: Paul J. Weyandt  
Title: Assistant Vice President-Finance  
and Assistant Treasurer

Executed on this \_\_\_\_ day of October, 1996.

FIRST SECURITY BANK, NATIONAL  
ASSOCIATION

By  \_\_\_\_\_  
Name: Brett R. King  
Title: Assistant Vice President

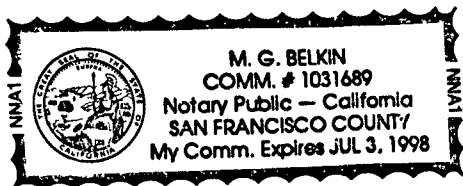
Executed on this 14 day of October, 1996.



STATE OF California )  
 ) SS.:  
COUNTY OF San Francisco )

On this, the 21 day of October, 1996, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of BELLINGHAM LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on October 21, 1996 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



M. G. Belkin  
Name: M. G. Belkin  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of October, 1996, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President - Finance and Assistant Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on October \_\_, 1996 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of \_\_\_\_\_, 1996, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of BELLINGHAM LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on October \_\_\_, 1996 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Illinois )  
 ) SS.:  
COUNTY OF Cook )

On this, the 17<sup>th</sup> day of October, 1996, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President - Finance and Assistant Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on October 17, 1996 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

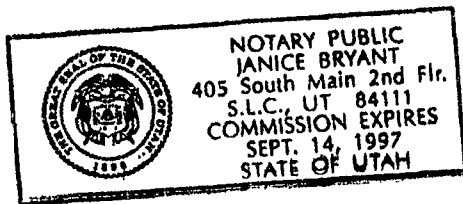



Bonnie Remley  
Name:  
Notary Public  
My Commission Expires: 12-12-99  
Residing in Schaumburg, Ill. - Cook Co.

STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this, the 18<sup>th</sup> day of OCTOBER, 1996, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Assistant Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on October 18, 1996 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



  
Name: **Janice Bryant**  
Notary Public  
My Commission Expires:  
Residing in KAYSVILLE, UTAH

## EXHIBIT A

### UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company Model Dash 9-44CW Diesel Electric Locomotives	21	BNSF 960, BNSF 976 through BNSF 995, inclusive